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LAW OFFICES OF
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August 31, 2001

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****87.50 *****43.75

Re: Amendment to Articles of 12 y Flagler Dollar Discount, Inc.

To Whom It May Concern:

Enclosed you will find a duly signed and executed Amendment to Articles of Incorporation of Latin America Parts & Services, Inc. Also enclosed you find a check in the amount of \$87.50.

If you have any further question do not hesitate to contact me.

Sincerely,



ALFONSO SALCINES

FILED
01 SEP -4 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
T. LEWIS SEP 11 2001

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

12 y Flagler Dollar Discount, Inc.

FILED
01 SEP -4 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendments to its articles of incorporation:

FIRST: Amendments adopted:

ARTICLES VI and VII are herein amended to remove Jorge A. Castellon as the Initial Board of Directors and incorporators. The only director and officer remaining in the Board of Directors and as an incorporator shall be Francisco Diaz at 1203 West Flagler Street, Miami, Florida 33125.

ARTICLE III is herein amended to remove Jorge A. Castellon as shareholders of the corporation. The sole shareholder shall be Francisco Diaz.

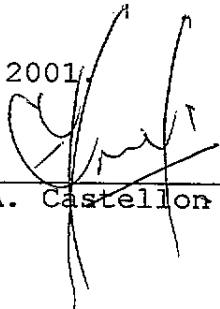
SECOND: The amendment does not provide for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself.

THIRD: The date of each amendment's adoption:
Dated this 31 day of August, 2001.

FOURTH: Adoption of Amendments:

The amendments were adopted by the board of directors without shareholder action and shareholder action was not required.

Signed this 31 day of August, 2001.

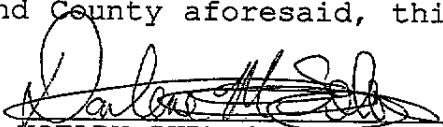


Jorge A. Castellon - Director

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

BEFORE ME, a notary public authorized in the State and County set forth above, personally appeared Jorge A. Castellon, personally known to me or who has produced _____ and who as Incorporator, executed the foregoing **Articles of Amendment to Articles of Incorporation of 12 y Flagler Dollar Discount, Inc.** and he acknowledged before me that he executed those Articles of Amendment to Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 31 day of August, 2001.



NOTARY PUBLIC

My Commission Expires:

